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Proposed Counsel for the Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

_)	
In re:)	Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, et al.,	,) ,)	Chapter 11
Debtors.)	Jointly Administered
)	

NOTICE OF FILING OF AMENDED AND RESTATED SUPERPRIORITY DEBTOR-IN-POSSESSION CREDIT AND GUARANTY AGREEMENT

PLEASE TAKE NOTICE THAT on May 14, 2012, the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors")¹ filed the Debtors' Motion for Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 362, 363(b)(1), 363(f), 363(m), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and Bankruptcy Rules 4001 and 6004: (I) Authorizing the Debtors to (A) Enter Into and Perform Under Receivables Purchase Agreements and Mortgage Loan Purchase and Contribution Agreements Relating to Initial Receivables and Mortgage Loans and Receivables Pooling Agreements Relating to Additional Receivables, and (B) Obtain Postpetition Financing on a Secured, Superpriority Basis, (II) Scheduling a Final

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on <u>Exhibit 1</u> to the Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC in Support of the Chapter 11 Petitions and First Day Pleadings [Docket No. 6].

Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c), and (III) Granting Related Relief (the "<u>DIP Motion</u>") [Docket 13]. <u>Exhibit B</u> to the DIP Motion is a copy of the Superpriority Debtor-in-Possession Credit and Guaranty Agreement dated as of May 15, 2012 (the "<u>Credit Agreement</u>").

PLEASE TAKE FURTHER NOTICE THAT on May 22, 2012, the Debtors filed the execution version of the Credit Agreement (the "Executed Credit Agreement") [Docket 137].

PLEASE TAKE FURTHER NOTICE THAT the Debtors hereby submit a substantially final version of the amended and restated version of the Credit Agreement (the "Amended Credit Agreement") annexed hereto as Exhibit 1. An electronic comparison of the Amended Credit Agreement to the Executed Credit Agreement is annexed hereto as Exhibit 2.

Dated: June 15, 2012

New York, New York

/s/ Larren M. Nashelsky
Larren M. Nashelsky
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